

ITEL

Pullman

May 30, 1989

RECORDATION NO

9935-F

FILED 1425

JUN 5 1989 -2 22 PM

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000
(415) 781-1035 Fax

INTERSTATE COMMERCE COMMISSION

Hon. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

9-156A043

Re: Amendment No. 4 to Lease Agreement dated October 5, 1978,
between Itel Rail Corporation and Terminal Railway,
Alabama State Docks

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$13 recordation fee.

Please record this Amendment under the Lease Agreement dated October 5, 1978, between Itel Rail Corporation and Terminal Railway, Alabama State Docks, which was filed with the ICC on December 22, 1978, under Recordation No. 9935.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Terminal Railway, Alabama State Docks (Lessee)
P. O. Box 1158
Mobile, Alabama 36633

This Amendment terminates the agreement with respect to fifty (50) flatcars bearing reporting marks TASD 790000-790049.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

FILED
68. JUN 60 6 5 AM

Interstate Commerce Commission
Washington, D.C. 20423

6/7/89

OFFICE OF THE SECRETARY

Patricia Schumacker
Ite1 Rail Corporation
55 Francisco St.
San Francisco, Calif. 94133

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/5/89 at 2:20pm, and assigned recordation number(s). 9935 F & 10033-J

Sincerely yours,

Narta R. McEne

Secretary

Enclosure(s)

JUN 5 1989 -2 20 PM

AMENDMENT NO. 4

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 4 (the "Amendment") to that certain Lease Agreement ("the Agreement") made as of October 5, 1978, as amended, between Itel Corporation, Rail-Intermodal Division and Alabama State Docks Department, an agency of the State of Alabama, doing business as TERMINAL RAILWAY, ALABAMA STATE DOCKS ("Lessee") is made this 23rd day of May, 1989, between ITEL RAIL CORPORATION, as successor in interest to Itel Corporation, Rail-Intermodal Division, ("Itel Rail") and Lessee.

R E C I T A L S:

- A. Itel Rail and Lessee are parties to the Agreement pursuant to which fifty (50) flatcars bearing reporting marks from TASD 790000-790049 (the "Cars") were leased by Itel Rail to Lessee.
- B. Itel Rail desires to terminate the Agreement with respect to the Cars.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties agree to amend the Agreement as follows:

1. All terms defined in the Agreement shall have the meanings defined therein when used in this Amendment.
2. Subsections 2.A. and 2.B. of the Agreement shall be deleted and replaced by new Section 2 as follows:

"2. Term

The term of the Agreement with respect to each Car shall commence on the date that such Car is delivered to Lessee as set forth in Subsection 3.A. of the Agreement, and shall expire at the close of business on March 31, 1989."

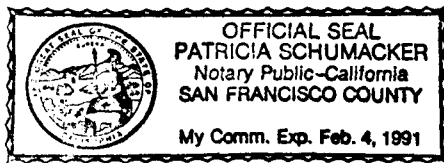
3. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
4. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

TERMINAL RAILWAY, ALABAMA STATE
DOCKSBy: *[Signature]*Title: President and CEODate: 5/23/89By: *[Signature]*Title: General Manager of OperatDate: May 19, 1989

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 23rd day of May, 1989, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President and Chief Executive Officer of Itel Rail Corporation, that the foregoing Amendment No. 4 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Patricia Schumacker
Notary Public

STATE OF Alabama)
) ss:
COUNTY OF Mobile)

On this 19th day of May, 1989, before me personally appeared Robert M. Hayes, to me personally known, who being by me duly sworn says that such person is Gen. Manager of Terminal Railway, Alabama State Docks that the foregoing Amendment No. 4 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Thelma M. Bowen
Notary Public

**MY COMMISSION EXPIRES
AUGUST 11, 1991**